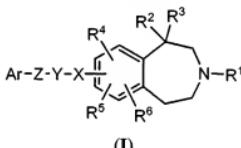


Amendments to the Claims:

This listing of claims replaces all prior versions and listings of claims in the application:

Listing of Claims:

1. (Original) A compound of Formula (I):



or pharmaceutically acceptable salt thereof, wherein:

X is O, S, SO, SO<sub>2</sub>, CO, COO, NR<sup>7</sup>, CONR<sup>7</sup>, SONR<sup>7</sup>, SO<sub>2</sub>NR<sup>7</sup>, NR<sup>7</sup>CONR<sup>7</sup> or is absent;

Y is C<sub>1</sub>-C<sub>10</sub> alkyl or is absent, wherein Y is optionally substituted by halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, hydroxy, carboxy, amino, alkylamino, or dialkylamino;

Z is O, S, SO, SO<sub>2</sub> or absent;

R<sup>1</sup> is H, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>8</sub> alkyl or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

R<sup>3</sup> is H, C<sub>1</sub>-C<sub>8</sub> alkyl, or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

or R<sup>2</sup> and R<sup>3</sup> together with the C atom to which they are attached form a C<sub>3</sub>-C<sub>7</sub> cycloalkyl ring;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> haloalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, mercapto, C<sub>1</sub>-C<sub>8</sub> alkoxy, C<sub>1</sub>-C<sub>8</sub> thioalkoxy, C<sub>1</sub>-C<sub>8</sub> haloalkoxy, aryloxy, cycloalkyloxy, heteroaryloxy, heterocycloalkyloxy, cyano, nitro, NR<sup>8</sup>R<sup>9</sup>, NR<sup>8</sup>COR<sup>10</sup>, COR<sup>10</sup>, COOR<sup>11</sup>, or CONR<sup>8</sup>R<sup>9</sup>;

$R^7$  is H, C<sub>1</sub>-C<sub>4</sub> alkyl, or C<sub>1</sub>-C<sub>4</sub> haloalkyl;

$R^8$  and  $R^9$  are each, independently, H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, cycloalkylalkyl, aryl, or arylalkyl;

or  $R^8$  and  $R^9$  together with the N atom to which they are attached form a 5- or 6-membered heterocycloalkyl group;

$R^{10}$  is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, cycloalkylalkyl, aryl, arylalkyl, heteroaryl, or heterocycloalkyl;

$R^{11}$  is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, cycloalkylalkyl, aryl, arylalkyl, heteroaryl, or heterocycloalkyl;

Ar is aryl or heteroaryl, each optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyloxy, aryloxy, heteroaryloxy, heterocycloalkyloxy, mercapto, C<sub>1</sub>-C<sub>6</sub> thioalkoxy, C<sub>3</sub>-C<sub>7</sub> thiocycloalkyloxy, thioaryloxy, thioheteroaryloxy, C<sub>1</sub>-C<sub>4</sub> alkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> alkylsulfonyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfonyl, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>, NR<sup>14</sup>COR<sup>12</sup>, NR<sup>14</sup>CONR<sup>14</sup>R<sup>15</sup>, or CONR<sup>14</sup>R<sup>15</sup>;

or Ar together with Y and Z form a benzo-fused cycloalkyl or benzo-fused heterocycloalkyl group, each optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyloxy, aryloxy, heteroaryloxy, heterocycloalkyloxy, mercapto, C<sub>1</sub>-C<sub>6</sub> thioalkoxy, C<sub>3</sub>-C<sub>7</sub> thiocycloalkyloxy, thioaryloxy, thioheteroaryloxy, C<sub>1</sub>-C<sub>4</sub> alkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> alkylsulfonyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfonyl, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>, NR<sup>14</sup>COR<sup>12</sup>, NR<sup>14</sup>CONR<sup>14</sup>R<sup>15</sup>, or CONR<sup>14</sup>R<sup>15</sup>;

$R^{12}$  is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, cycloalkylalkyl, aryl, arylalkyl, heteroaryl, or heterocycloalkyl;

$R^{13}$  is H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, cycloalkylalkyl, aryl, arylalkyl, heteroaryl, or heterocycloalkyl; and

$R^{14}$  and  $R^{15}$  are each, independently, H, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, cycloalkylalkyl, aryl, or arylalkyl;

or R<sup>14</sup> and R<sup>15</sup> together with the N atom to which they are attached form a 5- or 6-membered heterocycloalkyl group,

with the provisos:

- a) when Ar-Z-Y-X- is bonded at position 7 or 8, and X is O, S or NR<sup>7</sup>; Y is unsubstituted C<sub>1</sub>-C<sub>10</sub> alkylene or absent; and Z is absent, then Ar is substituted;
- b) when Ar-Z-Y-X- is bonded at position 7 or 8, and X, Y and Z are absent, and Ar is aryl or aryl substituted with 1 substituent selected from the group consisting of C<sub>1-8</sub> alkyl, halogen, perhaloalkyl, and alkoxy, then said aryl is further substituted with one substituent other than a substituent from the group consisting of C<sub>1-8</sub> alkyl, halogen, perhaloalkyl, and alkoxy;
- c) when Ar-Z-Y-X- is bonded at position 7 or 8, and X, Y and Z are absent, and Ar is aryl substituted with 2 substituents selected from C<sub>1-8</sub> alkyl, halogen, perhaloalkyl, and alkoxy, then said aryl is further substituted with at least one substituent;
- d) when Ar-Z-Y-X- is bonded at position 7 or 8, and X, Y and Z are absent, and Ar is heteroaryl or heteroaryl substituted with 1 substituent selected from the group consisting of halogen and C<sub>1-8</sub> alkyl, then said heteroaryl is further substituted with one substituent other than a substituent from the group consisting of halogen and C<sub>1-8</sub> alkyl; and
- e) when Ar-Z-Y-X- is bonded at position 7 or 8, and X, Y and Z are absent, and Ar is heteroaryl substituted with 2 substituents selected from halogen and C<sub>1-8</sub> alkyl, then said heteroaryl is further substituted with at least one substituent.

2. (Original) The compound of claim 1 wherein X is O, NR<sup>7</sup>, CONR<sup>7</sup>, or absent.
3. (Original) The compound of claim 1 wherein X is CO.
4. (Original) The compound of claim 1 wherein Ar is phenyl.
5. (Original) The compound of claim 1 wherein R<sup>1</sup> is H.

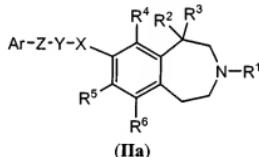
6. (Original) The compound of claim 1 wherein R<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl.

7. (Original) The compound of claim 1 wherein R<sup>2</sup> is methyl.

8. (Original) The compound of claim 1 wherein R<sup>3</sup> is H.

9. (Original) The compound of claim 1 wherein R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> haloalkyl, or hydroxy.

10. (Original) The compound of claim 1 having Formula (IIa):



or pharmaceutically acceptable salt thereof.

11. (Original) The compound of claim 10 wherein:

wherein:

X is O, CO, S, SO, SO<sub>2</sub>, NR<sup>7</sup>, CONR<sup>7</sup> or is absent;

Y is C<sub>1</sub>-C<sub>6</sub> alkylene or is absent, wherein Y is optionally substituted by halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, hydroxy, carboxy, amino, alkylamino, or dialkylamino;

Z is O, S, or absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>8</sub> alkyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>8</sub> alkyl;

R<sup>3</sup> is H, C<sub>1</sub>-C<sub>8</sub> alkyl, or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, hydroxy, mercapto, C<sub>1</sub>-C<sub>4</sub> alkoxy, or C<sub>1</sub>-C<sub>8</sub> haloalkoxy; and

Ar is phenyl or pyridyl optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>;

or Ar together with Y and Z form a benzo-fused cycloalkyl or benzo-fused heterocycloalkyl group, each optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyloxy, aryloxy, heteroaryloxy, heterocycloalkyloxy, mercapto, C<sub>1</sub>-C<sub>6</sub> thioalkoxy, C<sub>3</sub>-C<sub>7</sub> thiocycloalkyloxy, thioaryloxy, thioheteroaryloxy, C<sub>1</sub>-C<sub>4</sub> alkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> alkylsulfonyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfonyl, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>, NR<sup>14</sup>COR<sup>12</sup>, NR<sup>14</sup>CONR<sup>14</sup>R<sup>15</sup>, or CONR<sup>14</sup>R<sup>15</sup>.

12. (Original) The compound of claim 10 wherein:

X is CO;

Y is C<sub>1</sub>-C<sub>8</sub> alkylene or absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>8</sub> alkyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>3</sup> is H, C<sub>1</sub>-C<sub>8</sub> alkyl, or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, hydroxy, mercapto, C<sub>1</sub>-C<sub>4</sub> alkoxy, or C<sub>1</sub>-C<sub>4</sub> haloalkyloxy; and

Ar is phenyl substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>4</sub> alkoxy, or C<sub>1</sub>-C<sub>6</sub> haloalkoxy.

13. (Original) The compound of claim 10 wherein:

X is NR<sup>7</sup>;

Y is C<sub>1</sub>-C<sub>6</sub> alkylene;

Z is absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>8</sub> alkyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>3</sup> is H, C<sub>1</sub>-C<sub>8</sub> alkyl, or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, hydroxy, mercapto, C<sub>1</sub>-C<sub>4</sub> alkoxy, or C<sub>1</sub>-C<sub>8</sub> haloalkoxy, and

Ar is phenyl substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>;

or Ar together with Y and Z form a benzo-fused cycloalkyl optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>.

14. (Original) The compound of claim 10 wherein:

X is CONR<sup>7</sup>;

Y is C<sub>1</sub>-C<sub>6</sub> alkylene or is absent;

Z is absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>8</sub> alkyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>3</sup> is H, C<sub>1</sub>-C<sub>8</sub> alkyl, or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, hydroxy, mercapto, C<sub>1</sub>-C<sub>4</sub> alkoxy, or C<sub>1</sub>-C<sub>8</sub> haloalkoxy, and

Ar is phenyl optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>.

15. (Original) The compound of claim 10 wherein:

X is absent;

Y is C<sub>1</sub>-C<sub>6</sub> alkylene;

Z is absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>8</sub> alkyl;

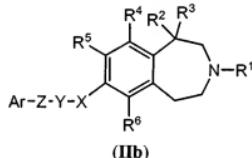
R<sup>2</sup> is C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>3</sup> is H, C<sub>1</sub>-C<sub>8</sub> alkyl, or C<sub>1</sub>-C<sub>8</sub> haloalkyl;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> haloalkyl, hydroxy, mercapto, C<sub>1</sub>-C<sub>4</sub> alkoxy, or C<sub>1</sub>-C<sub>8</sub> haloalkoxy; and

Ar is phenyl or pyridyl optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>.

16. (Original) The compound of claim 1 having Formula (IIb):



or pharmaceutically acceptable salt thereof.

17. (Original) The compound of claim 16 wherein:

X is O, NR<sup>7</sup>, or is absent;

Y is C<sub>1</sub>-C<sub>6</sub> alkenylenyl or is absent, wherein Y is optionally substituted by halo, C<sub>1</sub>-C<sub>4</sub> alkyl, C<sub>1</sub>-C<sub>4</sub> alkoxy, C<sub>1</sub>-C<sub>4</sub> haloalkyl, C<sub>1</sub>-C<sub>4</sub> haloalkoxy, hydroxy, carboxy, amino, alkylamino, or dialkylamino;

Z is O, S, or absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>8</sub> alkyl;

R<sup>2</sup> is C<sub>1</sub>-C<sub>8</sub> alkyl;

R<sup>3</sup> is H;

R<sup>4</sup>, R<sup>5</sup>, and R<sup>6</sup> are each, independently, H, halo, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> haloalkyl, C<sub>2</sub>-C<sub>8</sub> alkenyl, C<sub>2</sub>-C<sub>8</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, mercapto, C<sub>1</sub>-C<sub>8</sub> alkoxy, C<sub>1</sub>-C<sub>8</sub> thioalkoxy, C<sub>1</sub>-C<sub>8</sub> haloalkoxy, aryloxy, cycloalkyloxy,

heteroaryloxy, heterocycloalkyloxy, cyano, nitro, NR<sup>8</sup>R<sup>9</sup>, NR<sup>8</sup>COR<sup>10</sup>, COR<sup>10</sup>, COOR<sup>11</sup>, or CONR<sup>8</sup>R<sup>9</sup>; and

Ar is phenyl or pyridyl, each optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, C<sub>2</sub>-C<sub>6</sub> alkenyl, C<sub>2</sub>-C<sub>6</sub> alkynyl, aryl, heteroaryl, C<sub>3</sub>-C<sub>7</sub> cycloalkyl, heterocycloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, C<sub>3</sub>-C<sub>7</sub> cycloalkyloxy, aryloxy, heteroaryloxy, heterocycloalkyloxy, mercapto, C<sub>1</sub>-C<sub>6</sub> thioalkoxy, C<sub>3</sub>-C<sub>7</sub> thiocycloalkyloxy, thioaryloxy, thioheteroaryloxy, C<sub>1</sub>-C<sub>4</sub> alkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> alkylsulfonyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfinyl, C<sub>1</sub>-C<sub>4</sub> haloalkylsulfonyl, COR<sup>12</sup>, COOR<sup>13</sup>, NR<sup>14</sup>R<sup>15</sup>, NR<sup>14</sup>COR<sup>12</sup>, NR<sup>14</sup>CONR<sup>14</sup>R<sup>15</sup>, or CONR<sup>14</sup>R<sup>15</sup>.

18. (Original) The compound of claim 16 wherein:

X is absent;

Y is methylene or ethylene;

Z is absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is methyl or ethyl;

R<sup>3</sup> is H;

R<sup>4</sup> and R<sup>6</sup> are both H;

R<sup>5</sup> is halo, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> haloalkyl, hydroxy, C<sub>1</sub>-C<sub>8</sub> alkoxy, C<sub>1</sub>-C<sub>8</sub> haloalkoxy, cyano, nitro, or NR<sup>8</sup>R<sup>9</sup>; and

Ar is phenyl optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, or NR<sup>14</sup>R<sup>15</sup>.

19. (Original) The compound of claim 16 wherein:

X is O;

Y is methylene or ethylene;

Z is O or absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is methyl or ethyl;

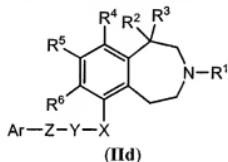
R<sup>3</sup> is H;

R<sup>4</sup> and R<sup>6</sup> are both H;

R<sup>5</sup> is halo, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> haloalkyl, hydroxy, C<sub>1</sub>-C<sub>8</sub> alkoxy, C<sub>1</sub>-C<sub>8</sub> haloalkoxy, cyano, nitro, or NR<sup>8</sup>R<sup>9</sup>; and

Ar is phenyl optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, or NR<sup>14</sup>R<sup>15</sup>.

20. (Original) The compound of claim 1 having Formula (IId):



or pharmaceutically acceptable salt thereof.

21. (Original) The compound of claim 20 wherein:

X is absent;

Y is methylene or ethylene;

Z is absent;

R<sup>1</sup> is H or C<sub>1</sub>-C<sub>4</sub> alkyl;

R<sup>2</sup> is methyl or ethyl;

R<sup>3</sup> is H;

R<sup>4</sup> and R<sup>5</sup> are both H;

R<sup>6</sup> is halo, C<sub>1</sub>-C<sub>8</sub> alkyl, C<sub>1</sub>-C<sub>8</sub> haloalkyl, hydroxy, C<sub>1</sub>-C<sub>8</sub> alkoxy, C<sub>1</sub>-C<sub>8</sub> haloalkoxy, cyano, nitro, or NR<sup>8</sup>R<sup>9</sup>; and

Ar is phenyl optionally substituted by one or more halo, cyano, nitro, C<sub>1</sub>-C<sub>6</sub> alkyl, C<sub>1</sub>-C<sub>6</sub> haloalkyl, hydroxy, C<sub>1</sub>-C<sub>6</sub> alkoxy, C<sub>1</sub>-C<sub>6</sub> haloalkoxy, or NR<sup>14</sup>R<sup>15</sup>.

22. (Original) The compound of claim 1 selected from:

a) 1-methyl-8-(2-phenoxy-ethoxy)-2,3,4,5-tetrahydro-1H-benzo[d]azepine;

- b) (4-fluoro-benzyl)-(5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-yl)-amine;
- c) biphenyl-4-ylmethyl-(5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-yl)-amine;
- d) 5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine-7-carboxylic acid phenylamide;
- e) 5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine-7-carboxylic acid benzylamide;
- f) 5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine-7-carboxylic acid phenethylamide;
- g) 5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine-7-carboxylic acid phenopropylamide;
- h) 5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine-7-carboxylic acid 4-phenylbenzylamide;
- i) [2-(3,4-dimethoxy-phenyl)-ethyl]-(5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-yl)-amine;
- j) 8-benzyl-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- k) indan-1'-yl-(5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-yl)-amine;
- l) 7-benzyl-8-chloro-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- m) 8-benzyl-7-methoxy-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;

and

- n) 6-Benzyl-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-ol;  
or pharmaceutically acceptable salt thereof.

23. (Original) The compound of claim 1 selected from:

- a) 8-(3-Methoxy-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- b) 8-Benzyl-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- c) 8-Benzyl-7-methoxy-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- d) 8-Benzyl-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-ol;
- e) 1-Methyl-8-phenethyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;

- f) 8-(2-Fluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- g) 8-(3-Fluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- h) 8-(4-Fluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- i) 1-Methyl-8-(3-trifluoromethyl-benzyl)-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- j) 8-(2,6-Difluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- k) 8-(2,4-Difluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- l) 8-(2,5-Difluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- m) 8-(3,5-Difluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- n) 8-(3,4-Difluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- o) 8-(2-Methoxy-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- p) 8-(4-Methoxy-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- q) 1-Methyl-8-(1-phenyl-ethyl)-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- r) (8-Methoxy-5-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-yl)-phenyl-methanone;
- s) (5-Methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-yl)-phenyl-methanone;
- t) 6-Benzyl-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-ol;
- u) 8-Benzyl-7-fluoro-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;
- v) 8-(3-Fluoro-benzyl)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepin-7-ol;

and

- w) 7-(3-Fluoro-benzyl-*oxy*)-1-methyl-2,3,4,5-tetrahydro-1H-benzo[d]azepine;  
or pharmaceutically acceptable salts.

24. (Currently amended) A composition comprising a compound of claim 1 any one ~~of claims 1 to 23~~ and a pharmaceutically acceptable carrier.

25. (Currently amended) A method of treating disorders of the central nervous system, damage to the central nervous system, cardiovascular disorders, gastrointestinal disorders, diabetes insipidus, sleep apnea or HDL-related condition comprising administering to a patient in need of said treating a therapeutically effective amount of a

compound of claim 1any one of claims 1 to 23.

26. (Original) The method of claim 25 wherein the disorders of the central nervous system are selected from depression, atypical depression, bipolar disorders, anxiety disorders, obsessive-compulsive disorders, social phobias or panic states, sleep disorders, sexual dysfunction, psychoses, schizophrenia, migraine and other conditions associated with cephalic pain or other pain, raised intracranial pressure, epilepsy, personality disorders, age-related behavioral disorders, behavioral disorders associated with dementia, organic mental disorders, mental disorders in childhood, aggressivity, age-related memory disorders, chronic fatigue syndrome, drug and alcohol addiction, obesity, bulimia, anorexia nervosa and premenstrual tension.

27. (Original) The method according to claim 25 wherein the disorder of the central nervous system is obesity.

28. (Original) The method according to claim 25 wherein the sexual dysfunction is male erectile dysfunction.

29. (Currently amended) A method of decreasing food intake of a mammal comprising administering to said mammal a therapeutically effective amount of a compound of claim 1any one of claims 1 to 23.

30. (Currently amended) A method of inducing satiety in a mammal comprising administering to said mammal a therapeutically effective amount of a compound of claim 1any one of claims 1 to 23.

31. (Currently amended) A method of controlling weight gain of a mammal comprising administering to said mammal a therapeutically effective amount of a compound of claim 1any one of claims 1 to 23.

32. (Currently amended) A method of treating obesity comprising administering to a patient in need of such treating a therapeutically effective amount of a compound of claim 1 any one of claims 1 to 23.

33-47. (Canceled)

48. (New) A method for preparing a pharmaceutical composition comprising the step of mixing a compounds of claim 1 and a pharmaceutically acceptable carrier.